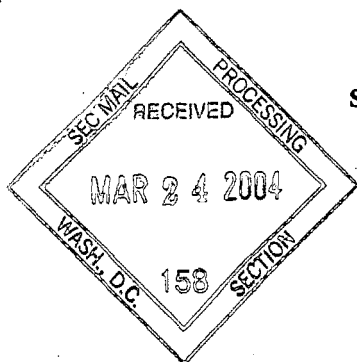




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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



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8- 30353

ANNUAL AUDITED REPORT  
FORM X-17A-5

PART III  
*Amended*  
FACING PAGE

Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 1/1/03 AND ENDING 12/31/03  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Capitol Securities Management, Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

7918 Jones Branch Drive, Suite 800

(No. and Street)

McLean,

VA

22102

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Johann Nanayakkara

703-821-2010

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Turner, Jones & Associates, P.L.L.C.

(Name - if individual, state last, first, middle name)

108 Center Street, N., 2nd Floor, Vienna, VA 22180

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

☒ Certified Public Accountant

☐ Public Accountant

☐ Accountant not resident in United States or any of its possessions.

PROCESSED

APR 01 2004

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THOMSON  
FINANCIAL

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

## OATH OR AFFIRMATION

I, Johann Nanayakkara, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Capitol Securities Management, Inc., as of December 31, 2003, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

NONE

County/City of Fairfax  
Commonwealth of Virginia  
Subscribed and sworn to before me, in my presence,  
this 23 day of March, 2004  
by Christine Ricci Notary Public  
My commission expires 11/30/07

[Signature]  
Signature  
President  
Title

Notary Public

This report \*\* contains (check all applicable boxes):

- ☐ (a) Facing Page.
- ☐ (b) Statement of Financial Condition.
- ☐ (c) Statement of Income (Loss).
- ☐ (d) Statement of Changes in Financial Condition.
- ☐ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☐ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

# ***Turner, Jones & Associates, P.L.L.C.***

*Certified Public Accountants*  
108 Center Street, North, 2nd Floor  
Vienna, Virginia 22180-5712  
(703) 242-6500  
FAX (703) 242-1600

## **REPORT ON INTERNAL ACCOUNTING CONTROL BY INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

To the Board of Directors of  
Capitol Securities Management, Inc.  
7918 Jones Branch Drive, Suite 800  
McLean, VA 22102

In planning and performing our audit of the financial statements of Capitol Securities Management, Incorporated (the Corporation), for the years ended December 31, 2003 and 2002, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Corporation, including tests of compliance with such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g), in the following:

1. Making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and the reserve required by rule 15c3-3(e).
2. Making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.
4. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by rule 15c3-3.

The management of the Corporation is responsible for establishing and maintaining an internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls, and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Corporation has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate. Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions.

We understand that practices and procedures that accomplish the objective referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Corporation's practices and procedures were adequate at December 31, 2003 and 2002, to meet the SEC's objectives. We noted no material weakness existed.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than those specified parties.

Vienna, Virginia  
February 4, 2004

Capitol Securities Management, Inc.  
Computation for Determination of Reserve Requirement  
Under Rule 15c3-3 of the  
Securities and Exchange Commission  
For The Year Ended December 31, 2003 & 2002  
Schedule IV

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The Corporation is exempt from Rule 15c3-3 of the Securities and Exchange Commission since it does not hold customer securities. The conditions for this exception were complied with for the periods ended December 31, 2003 and 2002

The Corporation does not carry accounts of, or for, customers and conducts its business in accordance with the following condition and does not engage in any other securities activities:

The Corporation introduces and forwards as a broker all transactions and accounts to another broker or dealer (Correspondent Services Corporation) who carries such accounts on a fully disclosed basis and promptly forwards all the funds and securities of customers received in connection with its activities as a broker.

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See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**

**Financial Statements**

**For The Years Ended December 31, 2003 and 2002**

**With Audit Report of Independent**

**Certified Public Accountants**

**TURNER, JONES & ASSOCIATES, PLLC  
CERTIFIED PUBLIC ACCOUNTANTS**

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***Turner, Jones & Associates, P.L.L.C.***

*Certified Public Accountants  
108 Center Street, North, 2nd Floor  
Vienna, Virginia 22180-5712  
(703) 242-6500  
FAX (703) 242-1600*

**INDEPENDENT AUDITOR'S REPORT**

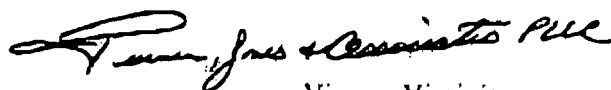
To the Board of Directors  
Capitol Securities Management, Inc.  
7918 Jones Branch Drive, Suite 800  
McLean, VA 22102

We have audited the accompanying balance sheets of Capitol Securities Management, Inc. (a Virginia Corporation) as of December 31, 2003 and 2002, and the related statements of income, retained earnings, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards of the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant disclosures made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Capitol Securities Management, Inc. as of December 31, 2003 and 2002, and the results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles of the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in Schedules I, II, III and IV is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 under the Securities and Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.



Vienna, Virginia  
February 16, 2004



**Capitol Securities Management, Inc.****Balance Sheets****As of December 31, 2003 and 2002**

	<b>ASSETS</b>	
	<b>2003</b>	<b>2002</b>
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents (Note 1)	\$ 141,475	\$ 21,456
Commissions receivable from broker-dealers (Notes 1 & 4)	738,024	592,378
Other receivables	4,700	588
Loans to officers	-	221,113
Due from affiliates	-	158,429
Investments (Note 1)	70,883	53,959
Total current assets	<u>955,082</u>	<u>1,047,923</u>
<b>PROPERTY, PLANT AND EQUIPMENT (Note 1):</b>		
Furniture and equipment	128,624	136,185
Leasehold improvements	29,249	29,249
Total property, plant and equipment	157,873	165,434
Less accumulated depreciation	<u>(110,913)</u>	<u>(128,408)</u>
Net property, plant and equipment	<u>46,960</u>	<u>37,026</u>
<b>OTHER ASSETS</b>		
NASD public shares	20,100	20,100
Deposits	25,798	25,798
Total other assets	<u>45,898</u>	<u>45,898</u>
<b>TOTAL ASSETS</b>	<u>\$ 1,047,940</u>	<u>\$ 1,130,847</u>

See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.****Balance Sheets (continued)****As of December 31, 2003 and 2002****LIABILITIES AND STOCKHOLDERS' EQUITY**

	2003	2002
<b>CURRENT LIABILITIES:</b>		
Accounts payable and accrued expenses	\$ 120	\$ 57,264
Payable to brokers and dealers (Note 4)	525,941	408,703
Income taxes payable	13,061	1,640
Note payable - subordinated (Note 6)	<u>-</u>	<u>150,000</u>
Total current liabilities	<u>539,122</u>	<u>617,607</u>
Total liabilities	<u>539,122</u>	<u>617,607</u>
Commitments and contingencies (Note 9)		
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock, \$1 par value, (5,000 shares authorized, 100 issued and outstanding)	100	100
Additional paid in capital	70,900	70,900
Retained earnings	<u>437,818</u>	<u>442,240</u>
Total stockholders' equity	<u>508,818</u>	<u>513,240</u>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<u><u>\$ 1,047,940</u></u>	<u><u>\$ 1,130,847</u></u>

See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Statements of Income and Retained Earnings**  
**For The Years Ended December 31, 2003 and 2002**

	2003	2002
<b>REVENUES:</b>		
Commissions, net	\$ 10,848,990	\$ 8,438,939
Market valuation income (loss) (Note 1)	<u>15,092</u>	<u>(35,548)</u>
Total revenues	\$ 10,864,082	\$ 8,403,391
<b>EXPENSES:</b>		
Advertising (Note 1)	6,175	44,987
Auto expenses	90,784	75,175
Business property rental (Note 5)	5,068	3,124
Clearing fees expense	506,852	594,909
Commission expense (Note 1)	4,310,083	3,518,324
Contributions	350	1,920
Data processing expense	153,514	192,202
Depreciation (Note 1)	25,153	23,741
Dues and subscriptions	7,910	8,077
Employee benefits	142,162	102,738
Fines and penalties	163	1,853
Insurance	357,304	245,338
Interest and bank charges	15,954	21,395
Occupancy costs (Note 5)	323,500	292,494
Office supplies and expense	757,926	120,431
Payroll taxes	177,986	163,098
Postage and delivery	42,043	28,237
Printing and copying	10,782	16,790
Professional and management fees	427,229	154,291
Repairs and maintenance	-	1,728
Salaries	3,207,893	2,496,919
Taxes and licenses	86,541	99,939
Telephone	50,167	54,696
Travel, entertainment and meetings	<u>154,403</u>	<u>191,573</u>
Total expenses	<u>10,859,942</u>	<u>8,453,979</u>

See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Statements of Income and Retained Earnings (continued)**  
**For The Year Ended December 31, 2003 and 2002**

Net income/(loss) from operations	\$ 4,140	\$ (50,588)
Interest income	4,336	11,865
Loss on abandonment	<u>-</u>	<u>(1,082)</u>
Net income before provision for income taxes	8,476	(39,805)
Provision for income tax (Note 8):	<u>12,898</u>	<u>1,602</u>
Net income	(4,422)	(41,407)
Retained earnings, beginning of year	<u>442,240</u>	<u>483,647</u>
Retained earnings, end of year	<u>\$ 437,818</u>	<u>\$ 442,240</u>

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See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Statement of Changes in Liabilities**  
**Subordinated to Claims of General Creditors**  
**For The Years Ended December 31, 2003 and 2002**

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	2003	2002
Subordinated liabilities, beginning of year	\$ 150,000	\$ 150,000
Borrowing under subordinated agreement	-	-
Payments on subordinated debt	<u>150,000</u>	<u>-</u>
Subordinated liabilities, end of year (Note 6)	<u>\$ -</u>	<u>\$ 150,000</u>

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See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Statements of Cash Flows**  
**For The Years Ended December 31, 2003 and 2002**

	2003	2002
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ (4,422)	\$ (41,407)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	25,153	23,741
Change in commissions receivable	(145,646)	19,375
Change in due from affiliates	158,429	41,351
Change in loans to officers	221,113	(65,628)
Increase in deposits and prepaids	-	6,199
Change in other receivables	(4,112)	17,161
Change in accounts payable	(57,144)	8,387
Change in commissions payable	117,238	(35,190)
Change in other current liabilities	(138,579)	(2,054)
Net cash flows provided (used) by operating activities	<u>172,030</u>	<u>(28,065)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
(Acquisition)/disposal of fixed assets	-	(25,803)
Investment in marketable securities	<u>16,924</u>	<u>(53,959)</u>
Net cash used by investing activities	<u>(105,970)</u>	<u>(79,762)</u>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>66,060</b>	<b>(107,827)</b>
<b>CASH, BEGINNING OF PERIOD</b>	<u><b>21,456</b></u>	<u><b>129,283</b></u>
<b>CASH, END OF PERIOD</b>	<u><u><b>\$ 141,475</b></u></u>	<u><u><b>\$ 21,456</b></u></u>
<b>SUPPLEMENTAL DISCLOSURES:</b>		
Cash paid for income taxes	1,602	3,694
Cash paid for interest expense	6,969	9,489

See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Statements of Changes in Stockholders' Equity**  
**For The Years Ended December 31, 2003 and 2002**

	<u>Common Stock</u>		Capital in	Retained	
	Shares	Amount	Excess of Par	Earnings	Totals
Balance: January 1, 2002	100	\$ 100	\$ 70,900	\$ 483,647	\$ 554,647
Net Income/(Loss)	-	-	-	(41,407)	(41,407)
Balance: December 31, 2002	100	100	70,900	442,240	513,240
Net Income/(Loss)	-	-	-	(4,422)	(4,422)
Balance: December 31, 2003	100	\$ 100	\$ 70,900	\$ 437,818	\$ 508,818

See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Notes to Financial Statements**  
**December 31, 2003 and 2002**

**NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Business:**

Capitol Securities Management, Incorporated (a Virginia Incorporation) is a registered broker dealer with the Securities and Exchange Commission (SEC) and a member of the National Association of Securities Dealers and Securities Investor Protection Corporation (SIPC).

**Cash and Cash Equivalents:**

For the purposes of these financial statements, the Corporation considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

**Property and Equipment:**

Property and equipment are stated at cost. The Corporation uses accelerated methods in computing depreciation for financial statement purposes. Expenditures for repairs and maintenance are charged to income, and renewals and replacements are capitalized. When assets are retired or otherwise disposed of, the cost of the assets and the related accumulated depreciation are removed from the accounts.

Estimated useful lives are as follows:

Computers	3-5 years
Furniture	5-7 years
Leasehold improvements	39 years

Depreciation expense for the years ending December 31, 2003 and 2002 amounted to \$25,153 and \$23,741, respectively.

**Securities Transactions:**

Proprietary securities transactions in regular-way trades are recorded on the trade date, as if then had been settled. Profit and loss arising from all securities and commodities transactions entered into for the account and risk of the Corporation are recorded on a trade date basis. Customers' securities and commodities transactions are reported on a settlement date basis with related commission income and expense reported on a trade date basis.

Amounts receivable and payable for securities transactions that have not reached their contractual settlement date are recorded net on the balance sheet.

Marketable securities are valued at market, and securities not readily marketable are valued at fair value as determined by management.



**Capitol Securities Management, Inc.****Notes to Financial Statements****December 31, 2003 and 2002****NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-CONT.****Commissions:**

Commissions and related clearing expenses are recorded on a trade-date basis as securities transactions occur.

**Investment Advisory Income:**

Investment advisory fees are received quarterly but are recognized as earned pro rata basis over the term of the contract.

**Statements of Cash Flows:**

For purposes of the Statements of Cash Flows, the Corporation has defined cash equivalents as highly liquid investments, with original maturities of less than ninety days that are not held for sale in the ordinary course of business.

**Income Taxes:**

The Corporation uses Statement of Financial Standards No. 109 Accounting for Income Taxes (SFAS No. 109) in reporting deferred income taxes. SFAS No. 109 requires a company to recognize deferred tax liabilities and assets for expected future income tax consequences of events that have been recognized in the Corporation's financial statements. Under this method, deferred tax assets and liabilities are determined based on temporary differences in financial carrying amounts and the tax basis of assets and liabilities using enacted tax rates in effect in the years in which temporary differences are expected to reverse. The deferred tax for the year ended December 31, 2003 was immaterial and not presented.

**Use of Estimates:**

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Advertising Expense:**

The Corporation expenses the cost of advertising and promotions as incurred. Advertising costs charged to operations for the years ending December 31, 2003 and 2002 were \$6,175 and \$44,987, respectively.

**Capitol Securities Management, Inc.**  
**Notes to Financial Statements**  
**December 31, 2003 and 2002**

**NOTE 2 – CONCENTRATION OF CREDIT RISK**

The Corporation's financial instruments that are subject to concentrations of credit risk consist primarily of cash and accounts receivable.

The Corporation places its cash deposits in high quality financial institutions. At times, such deposits may be in excess of the FDIC insurance limit.

A significant portion of the amount receivable from brokers and dealers as of December 31, 2003 and 2002 is due from the clearing agent.

**NOTE 3 – PROFIT SHARING PLAN**

The Corporation provides a profit sharing plan (401K plan), which covers substantially all employees. Under the terms of the plan, the Corporation makes the following contributions to the plan:

1. the amount of total salary reductions of all plan participants, plus
2. a matching contribution of up to three percent (3%) of eligible salary

For the years ending December 31, 2003 and 2002, the Corporation matched employee contributions of \$92,136 and \$56,080, respectively.

**NOTE 4 – RECEIVABLES FROM AND PAYABLES TO BROKER-DEALERS AND  
CLEARING ORGANIZATIONS**

Amounts receivable from and payable to broker-dealers and clearing organizations at December 31, 2003 and 2002 consist of commissions.

The Corporation clears some of its proprietary and customer transactions through another broker-dealer on a fully disclosed basis. The amount payable to the clearing broker relates to the aforementioned transactions and is collateralized by securities owned by the Corporation.

**Capitol Securities Management, Inc.**  
**Notes to Financial Statements**  
**December 31, 2003 and 2002**

**NOTE 5 – LEASE COMMITMENTS**

The Corporation leases office space in McLean, Virginia, the term of which expires on March 31, 2010.

Future payments on operating leases as of December 31, 2003 and 2002 are as follows:

<u>Years Ended</u> <u>December 31,</u>	<u>2003</u>	<u>2002</u>
2003	\$ 0	\$ 265,478
2004	\$ 273,442	\$ 273,442
2005	\$ 281,646	\$ 281,646
2006	\$ 290,098	\$ 290,098
2007	\$ 298,798	\$ 298,798
2008	\$ 307,762	\$ 307,762
Thereafter	\$ 396,825	\$ 396,825
Total	<u>\$ 1,848,571</u>	<u>\$ 2,114,048</u>

**NOTE 6 – NOTE PAYABLE**

The Corporation was obligated under a junior revolving credit agreement in the amount of \$150,000 dated April 15, 1999. The agreement is evidenced by a junior subordinated promissory note calling for interest of LIBOR plus two percent (2%), maturing April 15, 2004. During 2003 the note was paid in full. The note was subordinated to the claims of the Corporation's general creditors. Appendix D of SEC Rule 15c3-1 requires prior written approval of the NASD before any repayment of a subordinated debt can be made.

**NOTE 7 – NET CAPITAL REQUIREMENTS**

The Corporation is subject to the Securities and Exchange Commission Uniform Net Capital Rule (Rule 15c3-1) which requires the maintenance of minimum net capital and requires that the ratio of aggregate indebtedness to net capital, both as defined, shall not exceed 15 to 1 (and the rule of the "applicable" exchange also provides that equity capital may not be withdrawn or cash dividends paid if the resulting net capital ratio would exceed 10 to 1). The Corporation had qualified net capital of \$400,627, which was \$350,627 in excess of its required net capital of \$50,000. The net capital ratio was 1.31 to 1. For 2002, the Corporation had qualified net capital of \$172,002, which was \$178,181 in excess of its required net capital of \$50,000. The net capital ratio was 2.72 to 1.

**Capitol Securities Management, Inc.**  
**Notes to Financial Statements**  
**December 31, 2003 and 2002**

**NOTE 8 - PROVISION FOR INCOME TAX**

At December 31, 2003 and 2002 the Company recorded deferred tax liabilities due to the different methods of recognizing revenue and expenses used in the financial statements and income tax returns. As of December 31, 2003 and 2002, the provision for income tax consists of the following components:

	<u>2003</u>	<u>2002</u>
Current	\$12,898	\$ 1,602
Deferred	<u>0</u>	<u>0</u>
Total tax provision	<u>\$12,898</u>	<u>\$ 1,602</u>

**NOTE 9 - COMMITMENTS AND CONTINGENCIES**

As of December 31, 2002, the Company had two pending arbitration claims totaling \$4,380,000. These claims are substantially in excess of the Company's insurance protection limit of \$500,000 per occurrence. The claims allege breach of fiduciary duty, unauthorized trading and other related accusations. The Company believes the claims to be without merit and intend to vigorously defend the claims. As of the date of this report, the probable outcome of these claims could not be determined.

**Capitol Securities Management, Inc.**  
**Schedule of Computation and Reconciliation of Net Capital**  
**Under Rule 15C-3-1 of the**  
**Securities and Exchange Commission**  
**For The Years Ended December 31, 2003 and 2002**  
**Schedule I**

	2003	2002
Total stockholders' equity at December 31	\$ 508,818	\$ 513,240
Stockholders' equity not allowable for net capital	<u>-</u>	<u>-</u>
Total stockholders' equity qualified for net capital	<u>508,818</u>	<u>513,240</u>
Deductions and/or charges:		
Non allowable assets		
Receivables from non-customers	4,700	588
Net property and equipment, less related liabilities	46,960	37,026
Receivables from officers and affiliates	-	379,542
Prepays, deposits, and other assets	<u>45,898</u>	<u>45,888</u>
Total deductions	<u>97,558</u>	<u>463,044</u>
Additions:		
Liabilities subordinated to claims of general creditors	<u>-</u>	<u>150,000</u>
Net capital before haircuts on securities positions	411,260	200,196
Haircuts on securities position	<u>(10,633)</u>	<u>(28,194)</u>
Total qualified net capital	<u><u>\$ 400,627</u></u>	<u><u>\$ 172,002</u></u>

See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Schedule of Computation and Reconciliation of Net Capital**  
**Under Rule 15C-3-1 of the**  
**Securities and Exchange Commission (continued)**  
**For The Years Ended December 31, 2003 and 2002**  
**Schedule I**

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COMPUTATION OF AGGREGATE INDEBTEDNESS

	2003	2002
Items included in the statement of financial position		
Payable to brokers and dealers	\$ 525,941	\$ 408,703
Accounts payable and other liabilities	<u>120</u>	<u>58,904</u>
Total aggregate indebtedness	<u>\$ 526,061</u>	<u>\$ 467,607</u>

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See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Schedule of Computation and Reconciliation of Net Capital**  
**Under Rule 15C-3-1 of the**  
**Securities and Exchange Commission (continued)**  
**For The Years Ended December 31, 2003 and 2002**  
**Schedule II**

**COMPUTATION OF NET CAPITAL REQUIREMENT**

	2003	2002
Minimum net capital required based on aggregate indebtedness	\$ 35,088	\$ 31,189
Minimum dollar requirement	50,000	50,000
Net capital requirement	<u>50,000</u>	<u>50,000</u>
Excess net capital	<u>\$ 350,627</u>	<u>\$ 122,002</u>
Ratio: aggregate indebtedness to net capital	<u>1.31</u>	<u>2.72</u>

**RECONCILIATION WITH CORPORATION'S COMPUTATION**

Net capital, as reported in corporation's focus report	\$ 413,689	\$ 178,291
Net audit adjustments	<u>(13,062)</u>	<u>(6,289)</u>
Net capital per above	<u>\$ 400,627</u>	<u>\$ 172,002</u>

See accompanying notes and accountant's audit report

**Capitol Securities Management, Inc.**  
**Information Relating to Possession or Control Requirements**  
**Under Rule 15C-3-1 of the**  
**Securities and Exchange Commission**  
**For The Years Ended December 31, 2003 and 2002**  
**Schedule III**

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The Corporation does not carry accounts of, or for, customers and conducts its business in accordance with the following condition and does not engage in any other securities activities:

The Corporation introduces and forwards as a broker all transactions and accounts to another broker or dealer (Paine Webber for 2003 and 2002) who carries such accounts on a fully disclosed basis and promptly forwards all the funds and securities of customers received in connection with its activities as a broker.

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See accompanying notes and accountant's audit report



***Turner, Jones & Associates, P.L.L.C.***

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**REPORT ON INTERNAL ACCOUNTING CONTROL  
BY INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

To the Board of Directors of  
Capitol Securities Management, Inc.  
7918 Jones Branch Drive, Suite 800  
McLean, VA 22102

In planning and performing our audit of the financial statements of Capitol Securities Management, Incorporated (the Corporation), for the years ended December 31, 2003 and 2002, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on the internal control.

Also, as required by rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Corporation, including tests of compliance with such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g), in the following:

1. Making the periodic computations of aggregate indebtedness (or aggregate debits) and net capital under rule 17a-3(a)(11) and the reserve required by rule 15c3-3(e).
2. Making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by rule 17a-13.
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.
4. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by rule 15c3-3.

The management of the Corporation is responsible for establishing and maintaining an internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls, and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Corporation has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate. Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions.

We understand that practices and procedures that accomplish the objective referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Corporation's practices and procedures were adequate at December 31, 2003 and 2002, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than those specified parties.

Vienna, Virginia  
February 4, 2004

